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OF COUNSEL  
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RECORDATION NO. 27961 FILED

June 1, 2009

JUN 01 '09 -8 00 AM

**SURFACE TRANSPORTATION BOARD**

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Re: RBSAF No. 98-061

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease (RBSAF No. 98-061), dated as of April 9, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: RBS Asset Finance, Inc.  
71 S. Wacker Drive, 28<sup>th</sup> Floor  
Chicago, IL 60606

Lessee: BNSF Railway Company  
2500 Lou Menk Drive  
Fort Worth, TX 76131

Anne K. Quinlan, Esquire  
June 1, 2009  
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A description of the railroad equipment covered by the enclosed document is:

12 pieces of maintenance of way equipment as follows: 2 Nordco SP2R, Spike Pullers S/Ns 310155 and 310154; Kershaw RS64DL Scorpion Ramp Car S/N RS64DL-165-09; 2 Kershaw 46-60 Ballast Regulators S/Ns 46-696-09 and 46-697-09; 3 Nordco TRIPP Tie Inserter Removers S/Ns 760338, 760340 and 760339; and 4 Nordco CX Spikers with Nipper S/Ns 410875, 410877, 410876 and 410878.

A short summary of the document to appear in the index is:

Memorandum of Lease (RBSAF No. 98-061).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

JUN 01 '09 -8 0 0 AM

MEMORANDUM OF LEASE

(RBSAF - No. 98)

**SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease is entered into as of April 9, 2009, by and between RBS Asset Finance, Inc., a New York corporation having its principal place of business at 71 S. Wacker Drive, 28<sup>th</sup> Floor, Chicago, IL 60606 ("Lessor") and BNSF Railway Company, a Delaware corporation having its principal place of business at 2650 Lou Menk Drive, Fort Worth, TX 76131 ("Lessee").

Lessor and Lessee have entered into Lease Agreement No. 98 effective as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"). Pursuant to the Master Lease, Lessor and Lessee may enter into one or more Equipment Schedules from time to time that are identified as being pursuant to the Master Lease and incorporate by reference the terms and conditions of the Master Lease (each, as amended, supplemented or otherwise modified from time to time, an "Equipment Schedule").

Lessor and Lessee have entered into the Equipment Schedule described on the attached Exhibit A, which is incorporated herein by this reference, pursuant to which Lessor will lease the property described on Exhibit A (the "Equipment") to Lessee for the initial term described on Exhibit A.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

**RBS ASSET FINANCE, INC.,**  
Lessor

By Karl Alberts

Name Karl Alberts  
Assistant Vice President  
Title \_\_\_\_\_

**BNSF RAILWAY COMPANY,**  
Lessee

By L. Steven Vollmer

Name L. Steven Vollmer  
General Director - Finance  
Title \_\_\_\_\_

State of IL )  
County of COOK ) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Keri Alberts, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 9th day of April, 2009.

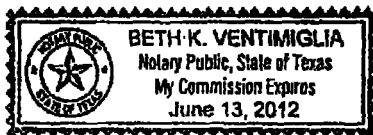


Sarah Sanchez  
Notary Public

State of Texas )  
County of Tarrant ) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared BNSF Railway Company, a Delaware corporation (the "Corporation"), by L. Steven Voller, its General Director - Finance, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Fort Worth, Texas, this 8 day of April, 2009.



Beth K. Ventimiglia  
Notary Public

**EXHIBIT A**  
to  
**MEMORANDUM OF LEASE**

1. **Equipment Schedule:** Equipment Schedule No. 061.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 061 is 84 months commencing as of March 1, 2009.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 061 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

| <u>Qty</u> | <u>Mfr</u> | <u>Model/<br/>Feature</u> | <u>Description</u>   | <u>Serial<br/>Number</u>   | <u>BNSF Number</u>               |
|------------|------------|---------------------------|----------------------|----------------------------|----------------------------------|
| 2          | Nordco     | SP2R                      | Spike Puller         | 310155<br>310154           | X4700478<br>X4700477             |
| 2          | Nordco     | TRIPP                     | Tie Inserter-Remover | 760340<br>760339           | X6300221<br>X6300219             |
| 1          | Kershaw    | RS64DL                    | Scorpion Ramp Car    | RS64DL-165-09              | J6300034                         |
| 1          | Kershaw    | 46-60                     | Ballast Regulator    | 46-696-09                  | X0600463                         |
| 1          | Kershaw    | 46-60                     | Ballast Regulator    | 46-697-09                  | X0600464                         |
| 1          | Nordco     | TRIPP                     | Tie Inserter-Remover | 760338                     | X6300218                         |
| 1          | Nordco     | CX                        | Spiker with Nipper   | 410875                     | X4400436                         |
| 3          | Nordco     | CX                        | Spiker with Nipper   | 410877<br>410876<br>410878 | X4400438<br>X4400437<br>X4400439 |

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/1/09



\_\_\_\_\_  
Robert W. Alvord